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MAR 21 1995 1:00 PM

ASSIGNMENT AND ASSUMPTION AGREEMENT, dated as of March 21, 1995, between ACF INDUSTRIES, INCORPORATED, a New Jersey corporation (the "Transferor"), and AKF CORP., a Delaware corporation (the "Transferee"). Capitalized terms used but not otherwise defined herein shall have the respective meanings ascribed to them in the Asset Transfer Agreement (as defined below).

WHEREAS: the Transferee and the Transferor have entered into an Asset Transfer Agreement, dated as of the date hereof (the "Asset Transfer Agreement"), in connection with the sale of, among other things, the special purpose covered hopper and tank railcars described on Schedule 1 (the "Equipment"), subject to the Leases (as defined below), from the Transferor to the Transferee for consideration in the amount and on the terms and conditions provided in the Asset Transfer Agreement; and

WHEREAS: the parties now desire to carry out the intent and purpose of the Asset Transfer Agreement by, among other things, the parties' execution and delivery of this instrument evidencing the assignment by the Transferor of all of its rights, title and interest in and to the Leases (as defined below) to the extent they relate to the Equipment to the Transferee and the assumption by the Transferee of all of the Transferor's obligations under the Leases to the same extent.

NOW, THEREFORE, in consideration of the premises and of other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties hereby agree as follows:

1. For purposes of this Agreement, "Leases" means all current leases of any one or more railcars included in the Equipment and all other contracts for use of any one or more railcars included in the Equipment more specifically described on Schedule 1, including, without limitation, all extensions, renewals, supplements and modifications of any of the foregoing. If any of the Leases (including, without limitation, any master lease) shall include both Equipment and railcars not part of the Equipment, then such Leases shall be subject to this Agreement only to the extent they cover Equipment; and for purposes of this Agreement, the term Lease shall mean a lease (including without limitation, the provisions of any master lease) only insofar as such lease applies to Equipment subject to this Agreement.

2. Effective as of the date hereof, the Transferor hereby sells, transfers, assigns, conveys, grants and sets over to the Transferee, its successors and assigns forever, all of the Transferor's rights, title and interest as of such date in and to the Leases, as fully and entirely as the same would have been held and enjoyed by the Transferor as if this assignment had not been made.

3. Effective as of the date hereof, the Transferee accepts, assumes, takes over and succeeds to all of the Transferor's rights, title and interest as of such date in and to the Leases, and the Transferee hereby covenants and agrees to discharge, perform and

comply with, and to be bound by, all the terms, conditions, provisions, obligations, covenants and duties of the Transferor under the Leases (but only to the extent it relates to the period from and after the date hereof), as if the Transferee were an original party thereto.

4. The Transferor hereby covenants and agrees that, at any time and from time to time after the date hereof, at the request and expense of the Transferee, the Transferor will promptly and duly execute and deliver, or cause to be executed and delivered, to the Transferee all such further instruments and take all such further action as may be reasonably requested by the Transferee to more effectively sell, transfer, assign, convey, grant and set over the Leases to the Transferee.

5. The Transferee hereby covenants and agrees that, at the request and expense of the Transferor, it will hereafter execute any further assumptions or instruments of transfer or conveyance as may be reasonably requested by the Transferor to assume the Leases or to release the Transferor and its affiliates from their obligations under or on account of the Leases so long as such release will not prejudice the Transferee's rights, title and interest in and to the Leases.

6. This instrument shall be binding upon the Transferee and the Transferor, their respective successors and assigns, for the use and purposes set forth and referred to herein, effective as of the date hereof.

7. THIS AGREEMENT SHALL BE GOVERNED BY AND CONSTRUED IN ACCORDANCE WITH THE LAWS OF THE STATE OF NEW YORK.

IN WITNESS WHEREOF, the parties hereto have caused this Assignment and Assumption Agreement to be executed in Earth City, Missouri, by their duly authorized officers as of the first date written above.

AKF CORP.

By: Umesh Choksi
Name: Umesh Choksi
Title: Senior Vice President

ACF INDUSTRIES, INCORPORATED

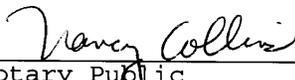
By: J. Bates
Name: James C. Bates
Title: Vice President and Chief
Financial Officer

[Signature Page to Assignment and Assumption Agreement]

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 17th day of March, 1995, before me, personally appeared Umesh Choksi to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Senior Vice President of AKF Corp., that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996

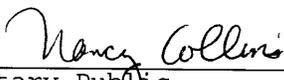


Notary Public

STATE OF MISSOURI)
) ss.:
COUNTY OF ST. LOUIS)

On this 17th day of March, 1995, before me, personally appeared James C. Bates to me personally known, who being by me duly sworn, says that he resides at St. Louis, Missouri and is Vice President and Chief Financial Officer of ACF Industries, Incorporated, that said instrument was signed on the date hereof on behalf of said corporation by authority of its Board of Directors; and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

NANCY COLLINS
NOTARY PUBLIC - STATE OF MISSOURI
ST. CHARLES COUNTY
MY COMMISSION EXPIRES AUG. 2, 1996



Notary Public

SCHEDULE 1

DESCRIPTION OF EQUIPMENT

Each of the special purpose covered hopper and tank railcars with the reporting marks and road numbers and Association of American Railroads designation numbers set forth on Annex A hereto.

DESCRIPTION OF LEASES

Each of the user leases or lease schedules or riders with the contract rider number and the named lessee set forth in Annex B hereto insofar as it relates to the covered hopper and tank railcars with the car numbers set forth on Annex B hereto.

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ANNEX A

ACFX	366	ACFX	17681	ACFX	69605
ACFX	398	ACFX	17682	ACFX	69606
ACFX	577	ACFX	18980	ACFX	69607
ACFX	607	ACFX	19000	ACFX	69608
ACFX	753	ACFX	19003	ACFX	69609
ACFX	758	ACFX	19004	ACFX	69610
ACFX	759	ACFX	19005	ACFX	69611
ACFX	762	ACFX	19007	ACFX	69612
ACFX	1102	ACFX	19008	ACFX	69613
ACFX	1104	ACFX	19009	ACFX	69614
ACFX	1111	ACFX	19012	ACFX	69615
ACFX	2088	ACFX	19016	ACFX	69616
ACFX	2222	ACFX	19017	ACFX	69617
ACFX	2223	ACFX	19024	ACFX	69618
ACFX	2224	ACFX	19027	ACFX	69619
ACFX	2260	ACFX	19036	ACFX	69620
ACFX	2369	ACFX	19047	ACFX	69621
ACFX	6417	ACFX	19048	ACFX	69622
ACFX	6418	ACFX	19049	ACFX	69623
ACFX	6663	ACFX	19050	ACFX	69624
ACFX	6664	ACFX	19054	ACFX	69625
ACFX	6673	ACFX	19202	ACFX	69626
ACFX	6675	ACFX	19251	ACFX	69627
ACFX	6680	ACFX	19389	ACFX	69628
ACFX	6682	ACFX	47066	ACFX	69629
ACFX	6683	ACFX	47070	ACFX	69630
ACFX	6690	ACFX	68078	ACFX	69631
ACFX	6695	ACFX	69582	ACFX	69632
ACFX	6696	ACFX	69583	ACFX	69633
ACFX	6700	ACFX	69584	ACFX	69634
ACFX	6709	ACFX	69585	ACFX	69635
ACFX	6716	ACFX	69586	ACFX	69636
ACFX	6794	ACFX	69587	ACFX	69637
ACFX	12198	ACFX	69588	ACFX	69638
ACFX	12412	ACFX	69589	ACFX	69640
ACFX	13512	ACFX	69590	ACFX	69641
ACFX	13514	ACFX	69591	ACFX	69642
ACFX	13946	ACFX	69592	ACFX	69643
ACFX	17007	ACFX	69593	ACFX	69644
ACFX	17101	ACFX	69594	ACFX	69645
ACFX	17102	ACFX	69595	ACFX	69646
ACFX	17103	ACFX	69596	ACFX	69647
ACFX	17124	ACFX	69597	ACFX	69648
ACFX	17182	ACFX	69598	ACFX	69649
ACFX	17526	ACFX	69599	ACFX	69650
ACFX	17615	ACFX	69600	ACFX	69651
ACFX	17635	ACFX	69601	ACFX	69652
ACFX	17655	ACFX	69602	ACFX	69653
ACFX	17658	ACFX	69603	ACFX	69654
ACFX	17661	ACFX	69604	ACFX	69655

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ANNEX A

ACFX	69656	ACFX	71223	ACFX	82722
ACFX	69657	ACFX	71225	ACFX	82792
ACFX	69658	ACFX	71226	ACFX	82817
ACFX	69659	ACFX	71227	ACFX	82885
ACFX	69660	ACFX	71229	ACFX	83031
ACFX	69661	ACFX	71233	ACFX	83278
ACFX	69662	ACFX	77854	ACFX	83339
ACFX	69663	ACFX	77856	ACFX	83340
ACFX	69664	ACFX	78182	ACFX	83364
ACFX	69665	ACFX	78214	ACFX	83492
ACFX	69666	ACFX	78321	ACFX	83528
ACFX	69667	ACFX	78328	ACFX	83533
ACFX	69668	ACFX	78519	ACFX	83767
ACFX	69669	ACFX	80163	ACFX	83853
ACFX	69670	ACFX	80228	ACFX	83935
ACFX	69671	ACFX	81603	ACFX	84078
ACFX	69672	ACFX	81653	ACFX	84149
ACFX	69673	ACFX	81665	ACFX	84151
ACFX	69674	ACFX	81696	ACFX	84191
ACFX	69675	ACFX	81697	ACFX	84245
ACFX	69676	ACFX	81722	ACFX	84246
ACFX	69677	ACFX	81792	ACFX	84247
ACFX	69678	ACFX	81811	ACFX	84254
ACFX	69679	ACFX	81934	ACFX	84260
ACFX	69680	ACFX	81943	ACFX	84262
ACFX	69681	ACFX	81950	ACFX	84574
ACFX	69682	ACFX	81955	ACFX	84872
ACFX	71131	ACFX	81960	ACFX	84883
ACFX	71132	ACFX	82002	ACFX	84887
ACFX	71133	ACFX	82004	ACFX	85237
ACFX	71134	ACFX	82011	ACFX	85267
ACFX	71187	ACFX	82022	ACFX	85269
ACFX	71188	ACFX	82064	ACFX	85270
ACFX	71189	ACFX	82247	ACFX	85271
ACFX	71190	ACFX	82259	ACFX	85272
ACFX	71191	ACFX	82273	ACFX	85476
ACFX	71192	ACFX	82303	ACFX	86031
ACFX	71193	ACFX	82307	ACFX	86032
ACFX	71194	ACFX	82322	ACFX	86688
ACFX	71200	ACFX	82327	ACFX	86789
ACFX	71205	ACFX	82331	ACFX	86845
ACFX	71207	ACFX	82332	ACFX	86955
ACFX	71209	ACFX	82341	ACFX	86969
ACFX	71210	ACFX	82351	ACFX	86970
ACFX	71211	ACFX	82359	ACFX	86974
ACFX	71214	ACFX	82429	ACFX	86976
ACFX	71216	ACFX	82554	ACFX	86988
ACFX	71217	ACFX	82580	ACFX	86991
ACFX	71220	ACFX	82606	ACFX	86994
ACFX	71221	ACFX	82628	ACFX	87125

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ACFX	87163
ACFX	87165
ACFX	87399
ACFX	87416
ACFX	87420
ACFX	87421
ACFX	87474
ACFX	87491
ACFX	87498
ACFX	87528
ACFX	87545
ACFX	87736
ACFX	87739
ACFX	87862
ACFX	87863
ACFX	87927
ACFX	88032
ACFX	88192
ACFX	88193
ACFX	88294
ACFX	88480
ACFX	88485
ACFX	88508
ACFX	88561
ACFX	88709
ACFX	88913
ACFX	88959
ACFX	88965
ACFX	88985
ACFX	89077
ACFX	89095
ACFX	89110
ACFX	89388
ACFX	89426
ACFX	89431
ACFX	89432
ACFX	89632
ACFX	89740
ACFX	89779
ACFX	89955
ACFX	89977
ACFX	89981

342 Cars

ANNEX B

LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
5 AG PROCESSING, INC.		08000K	ACFX 83528	T	1970	12/01/94	05/31/95	3
		08000K	ACFX 84191	T	1972	12/01/94	05/31/95	
		08000K	ACFX 86845	T	1974	12/01/94	05/31/95	
5 AG PROCESSING, INC.		5992	ACFX 17007	T	1964	06/01/94	05/31/99	3
16 AMERIGAS PROPANE, INC.		6043	ACFX 80163	T	1971	00/00/00	00/00/00	
		6227	ACFX 17102	T	1964	00/00/00	00/00/00	
16 AMERIGAS PROPANE, INC.		08000K	ACFX 81665	T	1965	12/01/94	00/00/00	3
18 FINA OIL AND CHEMICAL COMPANY		08000K	ACFX 82307	T	1967	12/01/94	00/00/00	
		08000K	ACFX 82322	T	1967	12/01/94	00/00/00	
		08000K	ACFX 82429	T	1967	12/01/94	00/00/00	
18 FINA OIL AND CHEMICAL COMPANY		6182	ACFX 84260	T	1973	01/01/95	12/31/97	4
26 HARBORCHEM		08000U	ACFX 82022	T	1965	11/01/94	04/30/95	1
66 BUNGE CORPORATION		08000U	ACFX 83364	T	1970	11/01/94	04/30/95	
		08000U	ACFX 84883	T	1973	11/01/94	04/30/95	
		08000V	ACFX 87474	T	1975	12/01/94	05/31/95	
		08000V	ACFX 87491	T	1975	12/01/94	05/31/95	
		08000V	ACFX 87498	T	1974	12/01/94	05/31/95	
		08000V	ACFX 87528	T	1974	12/01/94	05/31/95	
		08000V	ACFX 87736	T	1974	12/01/94	05/31/95	
66 BUNGE CORPORATION		08000A	ACFX 88032	T	1966	00/00/00	00/00/00	8
73 CORNWALL CHEMICALS		08000A	ACFX 88508	T	1968	12/01/94	11/30/95	1
73 CORNWALL CHEMICALS		08000A	ACFX 88508	T	1968	12/01/94	11/30/95	1
73 ICI CANADA INC.		5168	ACFX 85237	T	1968	03/01/89	04/30/94	7
79 AIR LIQUIDE AMERICA CORPORATION		7346	ACFX 85267	T	1969	07/01/89	06/30/94	
		7346	ACFX 85269	T	1969	07/01/89	06/30/94	
		7346	ACFX 85270	T	1969	07/01/89	06/30/94	
		7346	ACFX 85271	T	1969	07/01/89	06/30/94	
		7346	ACFX 85272	T	1969	07/01/89	06/30/94	
		7346	ACFX 85476	T	1970	07/01/89	06/30/94	
79 AIR LIQUIDE AMERICA CORPORATION		6069	ACFX 82002	T	1965	08/01/94	07/31/99	7
81 CARGILL INCORPORATED		6069	ACFX 82004	T	1965	08/01/94	07/31/99	
		6069	ACFX 84887	T	1973	08/01/94	07/31/99	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
81	CARGILL INCORPORATED							
94	JEFFERSON SMURFIT CORPORATION	5417	ACFX 19389	T	1967	08/01/90	07/31/95	3
94	JEFFERSON SMURFIT CORPORATION	6001	ACFX 80228	T	1973	06/01/94	05/31/96	1
100	CIBA-GEIGY CORPORATION	08000B	ACFX 81696	T	1965	05/01/92	04/30/93	1
103	GRANT COUNTY FEEDERS CO.	6163	ACFX 84574	T	1973	05/01/94	04/30/99	1
104	COLGATE PALMOLIVE COMPANY	6092	ACFX 82327	T	1967	09/01/94	08/31/97	1
106	DSM CHEMICALS, N.A., INC	6092	ACFX 83767	T	1971	00/00/00	00/00/00	2
106	DSM CHEMICALS, N.A., INC	0626	ACFX 19202	T	1966	02/01/95	01/31/2000	1
139	WATER POLLUTION CONTROL DIVISION	6220	ACFX 77854	T	1976	00/00/00	00/00/00	4
139	WATER POLLUTION CONTROL DIVISION	6220	ACFX 77856	T	1976	00/00/00	00/00/00	1
183	ANGUS CHEMICAL COMPANY	6220	ACFX 83935	T	1972	00/00/00	00/00/00	2
183	ANGUS CHEMICAL COMPANY	6220	ACFX 84247	T	1972	00/00/00	00/00/00	1
189	FMC CORPORATION	08000F	ACFX 71187	T	1985	02/01/95	04/30/95	4
189	FMC CORPORATION	08000F	ACFX 71188	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71189	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71190	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71191	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71192	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71193	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71194	T	1985	02/01/95	04/30/95	1
		08000F	ACFX 71926	T	1963	10/01/94	09/30/96	1
		32220009	ACFX 17615	T	1963	11/01/94	10/31/96	1
		32220010	ACFX 17615	T	1963	11/01/94	10/31/96	1
189	FMC CORPORATION	08000E	ACFX 89388	T	1970	09/01/92	00/00/00	10
211	AKZO NOBEL CHEMICALS INC.	2536	ACFX 17124	T	1964	03/01/90	02/28/95	1
211	AKZO NOBEL CHEMICALS INC.	2536	ACFX 17681	T	1965	03/01/90	02/28/95	1
213	FLYING J INC	2536	ACFX 17682	T	1965	03/01/90	02/28/95	1
213	FLYING J INC	2536	ACFX 18980	T	1969	03/01/90	02/28/95	4
213	FLYING J INC	6231	ACFX 88294	T	1967	00/00/00	00/00/00	1
259	HERCULES, INC							
259	HERCULES, INC							

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
263 OCCIDENTAL CHEMICAL CORPORATION		08000H	ACFX 78214	T	1977	04/01/92	09/30/92	22
		08000H	ACFX 83853	T	1971	04/01/92	09/30/92	
		08000H	ACFX 86688	T	1973	04/01/92	09/30/92	
		08000H	ACFX 86955	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86969	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86970	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86974	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86976	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86988	T	1974	04/01/92	09/30/92	
		08000H	ACFX 86991	T	1973	04/01/92	09/30/92	
		08000H	ACFX 86994	T	1973	04/01/92	09/30/92	
		08000H	ACFX 88480	T	1968	04/01/92	09/30/92	
		08000H	ACFX 88485	T	1968	04/01/92	09/30/92	
		08000H	ACFX 88709	T	1968	04/01/92	09/30/92	
		08000H	ACFX 89095	T	1968	04/01/92	09/30/92	
		08000H	ACFX 89426	T	1970	04/01/92	09/30/92	
		08000H	ACFX 89432	T	1970	04/01/92	09/30/92	
		08000H	ACFX 89740	T	1971	04/01/92	09/30/92	
		08000H	ACFX 89977	T	1971	04/01/92	09/30/92	
		08000H	ACFX 89981	T	1971	04/01/92	09/30/92	
		08000H	ACFX 78519	T	1978	02/01/94	01/31/95	
		080001	ACFX 82722	T	1968	02/01/94	01/31/95	
263 OCCIDENTAL CHEMICAL CORPORATION		08000E	ACFX 81792	T	1965	06/01/94	05/31/95	
269 EMPAK, INC.		5592	ACFX 86789	T	1974	08/01/91	07/31/95	1
274 WESTWAY TRADING CORPORATION		08000D	ACFX 82303	T	1966	02/01/92	00/00/00	1
269 EMPAK, INC.		08000M	ACFX 87163	T	1974	10/01/94	00/00/00	
274 WESTWAY TRADING CORPORATION		08000M	ACFX 87739	T	1974	10/01/94	00/00/00	
283 IBP INC.		08000M	ACFX 87863	T	1975	10/01/94	00/00/00	
		0966	ACFX 87416	T	1974	01/01/95	12/31/95	
283 IBP INC.		1293	ACFX 78182	T	1977	00/00/00	00/00/00	5
295 LAROCHE CHEMICALS INC		08000B	ACFX 82064	T	1966	05/01/94	04/30/95	1
295 LAROCHE CHEMICALS INC		08000B	ACFX 82247	T	1966	05/01/94	04/30/95	
335 MASONITE CORPORATION		08000M	ACFX 84245	T	1972	11/01/94	10/31/95	2

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
357 MOBIL OIL CORPORATION		080001	ACFX 82259	T	1966	10/01/91	09/30/92	7
364 PEPPER GRAIN CO INC		080001	ACFX 82359	T	1966	10/01/91	09/30/92	2
364 PEPPER GRAIN CO INC		080008	ACFX 83278	T	1970	09/01/94	02/28/95	
371 EXCEL CORPORATION		080008	ACFX 83492	T	1970	09/01/94	02/28/95	
		08000C	ACFX 81943	T	1965	10/01/94	03/31/95	
		08000C	ACFX 82332	T	1966	10/01/94	03/31/95	
		08000C	ACFX 82554	T	1967	10/01/94	03/31/95	
		08000C	ACFX 84149	T	1973	10/01/94	03/31/95	
		08000C	ACFX 87545	T	1974	10/01/94	03/31/95	
		08000C	ACFX 87862	T	1975	10/01/94	03/31/95	
		08000C	ACFX 88959	T	1969	10/01/94	03/31/95	
		08000D	ACFX 82273	T	1966	12/01/94	05/31/95	
		08000D	ACFX 87420	T	1974	12/01/94	05/31/95	
		08000D	ACFX 87421	T	1974	12/01/94	05/31/95	
371 EXCEL CORPORATION		080001	ACFX 12412	T	1963	10/01/93	03/31/94	12
373 COW FEED CO INC THE		080001	ACFX 82351	T	1966	10/01/93	03/31/94	
373 COW FEED CO INC THE		1124	ACFX 6794	T	1964	07/01/91	06/30/96	2
375 LCP TRANSPORTATION, INC.		4229	ACFX 366	T	1962	04/01/87	03/31/92	
		4229	ACFX 577	T	1960	04/01/87	03/31/92	
		4229	ACFX 762	T	1960	04/01/87	03/31/92	
		4229	ACFX 6695	T	1965	04/01/87	03/31/92	
		5493	ACFX 6417	T	1965	09/01/90	08/31/95	
375 LCP TRANSPORTATION, INC.		08000C	ACFX 83339	T	1970	07/01/93	06/30/94	6
398 HULS AMERICA		08000C	ACFX 71131	T	1985	08/01/93	04/30/94	1
398 HULS AMERICA		08000C	ACFX 71132	T	1985	08/01/93	04/30/94	
443 ELF ATOCHEM NORTH AMERICA, INC.		08000C	ACFX 71133	T	1985	08/01/93	04/30/94	
		08000C	ACFX 71134	T	1985	08/01/93	04/30/94	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
	443 ELF ATOCHEM NORTH AMERICA, INC.							
	445 PENNZOIL PRODUCTS COMPANY							
5140		ACFX	71200	T	1986	11/01/89	10/31/94	4
5140		ACFX	71205	T	1986	11/01/89	10/31/94	
5140		ACFX	71207	T	1986	11/01/89	10/31/94	
5140		ACFX	71209	T	1986	11/01/89	10/31/94	
5140		ACFX	71210	T	1986	11/01/89	10/31/94	
5140		ACFX	71211	T	1985	11/01/89	10/31/94	
5140		ACFX	71214	T	1986	11/01/89	10/31/94	
5140		ACFX	71216	T	1986	11/01/89	10/31/94	
5140		ACFX	71217	T	1986	11/01/89	10/31/94	
5140		ACFX	71220	T	1986	11/01/89	10/31/94	
5140		ACFX	71221	T	1986	11/01/89	10/31/94	
5140		ACFX	71223	T	1986	11/01/89	10/31/94	
5140		ACFX	71225	T	1986	11/01/89	10/31/94	
5140		ACFX	71226	T	1986	11/01/89	10/31/94	
5140		ACFX	71227	T	1986	11/01/89	10/31/94	
5140		ACFX	71229	T	1986	11/01/89	10/31/94	
	445 PENNZOIL PRODUCTS COMPANY							16
08000C	450 TEXAS PETROCHEMICAL	08000C	88192	T	1967	12/01/94	05/31/95	
	450 TEXAS PETROCHEMICAL	08000C	88193	T	1967	12/01/94	05/31/95	
	455 PHILLIPS PETROLEUM COMPANY	08000B	86031	T	1966	01/01/94	03/31/94	2
	455 PHILLIPS PETROLEUM COMPANY	08000E	88965	T	1968	12/01/94	11/30/95	
	477 PURINA MILLS, INC.	6192	87125	T	1973	00/00/00	00/00/00	2
	477 PURINA MILLS, INC.	5648	2088	T	1959	01/01/95	12/31/99	1
	484 HUNTSMAN CORPORATION	5648	2260	T	1959	01/01/95	12/31/99	
	484 HUNTSMAN CORPORATION	6293	89431	T	1970	00/00/00	00/00/00	2
	522 POWER SILICATES, INC	6293	89955	T	1971	00/00/00	00/00/00	
	522 POWER SILICATES, INC	7491	17655	T	1963	01/01/92	01/31/95	2
	532 BP CHEMICALS INC.	7491	17658	T	1963	01/01/92	01/31/95	
	532 BP CHEMICALS INC.	6141	69582	H	1995	00/00/00	00/00/00	2
	532 BP CHEMICALS INC.	6141	69583	H	1995	00/00/00	00/00/00	
	532 BP CHEMICALS INC.	6141	69584	H	1995	00/00/00	00/00/00	
	536 SHINTECH INC	6141	69585	H	1995	00/00/00	00/00/00	

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
6141	ACFX	69586	H	1995	00/00/00	00/00/00		
6141	ACFX	69587	H	1995	00/00/00	00/00/00		
6141	ACFX	69588	H	1995	00/00/00	00/00/00		
6141	ACFX	69589	H	1995	00/00/00	00/00/00		
6141	ACFX	69590	H	1995	00/00/00	00/00/00		
6141	ACFX	69591	H	1995	00/00/00	00/00/00		
6141	ACFX	69592	H	1995	00/00/00	00/00/00		
6141	ACFX	69593	H	1995	00/00/00	00/00/00		
6141	ACFX	69594	H	1995	00/00/00	00/00/00		
6141	ACFX	69595	H	1995	00/00/00	00/00/00		
6141	ACFX	69596	H	1995	00/00/00	00/00/00		
6141	ACFX	69597	H	1995	00/00/00	00/00/00		
6141	ACFX	69598	H	1995	00/00/00	00/00/00		
6141	ACFX	69599	H	1995	00/00/00	00/00/00		
6141	ACFX	69600	H	1995	00/00/00	00/00/00		
6141	ACFX	69601	H	1995	00/00/00	00/00/00		
6141	ACFX	69602	H	1995	00/00/00	00/00/00		
6141	ACFX	69603	H	1995	00/00/00	00/00/00		
6141	ACFX	69604	H	1995	00/00/00	00/00/00		
6141	ACFX	69605	H	1995	00/00/00	00/00/00		
6141	ACFX	69606	H	1995	00/00/00	00/00/00		
6141	ACFX	69607	H	1995	00/00/00	00/00/00		
6141	ACFX	69608	H	1995	00/00/00	00/00/00		
6141	ACFX	69609	H	1995	00/00/00	00/00/00		
6141	ACFX	69610	H	1995	00/00/00	00/00/00		
6141	ACFX	69611	H	1995	00/00/00	00/00/00		
6141	ACFX	69612	H	1995	00/00/00	00/00/00		
6141	ACFX	69613	H	1995	00/00/00	00/00/00		
6141	ACFX	69614	H	1995	00/00/00	00/00/00		
6141	ACFX	69615	H	1995	00/00/00	00/00/00		
6141	ACFX	69616	H	1995	00/00/00	00/00/00		
6141	ACFX	69617	H	1995	00/00/00	00/00/00		
6141	ACFX	69618	H	1995	00/00/00	00/00/00		
6141	ACFX	69619	H	1995	00/00/00	00/00/00		
6141	ACFX	69620	H	1995	00/00/00	00/00/00		
6141	ACFX	69621	H	1995	00/00/00	00/00/00		
6141	ACFX	69622	H	1995	00/00/00	00/00/00		
6141	ACFX	69623	H	1995	00/00/00	00/00/00		
6141	ACFX	69624	H	1995	00/00/00	00/00/00		

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
6141	ACFX	69625	H	1995	00/00/00	00/00/00		
6141	ACFX	69626	H	1995	00/00/00	00/00/00		
6141	ACFX	69627	H	1995	00/00/00	00/00/00		
6141	ACFX	69628	H	1995	00/00/00	00/00/00		
6141	ACFX	69629	H	1995	00/00/00	00/00/00		
6141	ACFX	69630	H	1995	00/00/00	00/00/00		
6141	ACFX	69631	H	1995	00/00/00	00/00/00		
6141	ACFX	69632	H	1995	00/00/00	00/00/00		
6141	ACFX	69633	H	1995	00/00/00	00/00/00		
6141	ACFX	69634	H	1995	00/00/00	00/00/00		
6141	ACFX	69635	H	1995	00/00/00	00/00/00		
6141	ACFX	69636	H	1995	00/00/00	00/00/00		
6141	ACFX	69637	H	1995	00/00/00	00/00/00		
6141	ACFX	69638	H	1995	00/00/00	00/00/00		
6141	ACFX	69640	H	1995	00/00/00	00/00/00		
6141	ACFX	69641	H	1995	00/00/00	00/00/00		
6141	ACFX	69642	H	1995	00/00/00	00/00/00		
6141	ACFX	69643	H	1995	00/00/00	00/00/00		
6141	ACFX	69644	H	1995	00/00/00	00/00/00		
6141	ACFX	69645	H	1995	00/00/00	00/00/00		
6141	ACFX	69646	H	1995	00/00/00	00/00/00		
6141	ACFX	69647	H	1995	00/00/00	00/00/00		
6141	ACFX	69648	H	1995	00/00/00	00/00/00		
6141	ACFX	69649	H	1995	00/00/00	00/00/00		
6141	ACFX	69650	H	1995	00/00/00	00/00/00		
6141	ACFX	69651	H	1995	00/00/00	00/00/00		
6141	ACFX	69652	H	1995	00/00/00	00/00/00		
6141	ACFX	69653	H	1995	00/00/00	00/00/00		
6141	ACFX	69654	H	1995	00/00/00	00/00/00		
6141	ACFX	69655	H	1995	00/00/00	00/00/00		
6141	ACFX	69656	H	1995	00/00/00	00/00/00		
6141	ACFX	69657	H	1995	00/00/00	00/00/00		
6141	ACFX	69658	H	1995	00/00/00	00/00/00		
6141	ACFX	69659	H	1995	00/00/00	00/00/00		
6141	ACFX	69660	H	1995	00/00/00	00/00/00		
6141	ACFX	69661	H	1995	00/00/00	00/00/00		
6141	ACFX	69662	H	1995	00/00/00	00/00/00		
6141	ACFX	69663	H	1995	00/00/00	00/00/00		
6141	ACFX	69664	H	1995	00/00/00	00/00/00		

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
536 SHINTECH INC		6141	ACFX 69665	H	1995	00/00/00	00/00/00	100
567 SOLVAY MINERALS, INC		6141	ACFX 69666	H	1995	00/00/00	00/00/00	1
586 THEIE KAOLIN COMPANY		6141	ACFX 69667	H	1995	00/00/00	00/00/00	1
586 THEIE KAOLIN COMPANY		6141	ACFX 69668	H	1995	00/00/00	00/00/00	1
611 UNION OIL CO. OF CALIFORNIA		6141	ACFX 69669	H	1995	00/00/00	00/00/00	1
611 UNION OIL CO. OF CALIFORNIA		6141	ACFX 69670	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69671	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69672	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69673	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69674	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69675	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69676	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69677	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69678	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69679	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69680	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69681	H	1995	00/00/00	00/00/00	1
634 APPLIED INDUSTRIAL MATERIALS CORP		6141	ACFX 69682	H	1995	00/00/00	00/00/00	1
536 SHINTECH INC		6188	ACFX 89110	T	1969	00/00/00	00/00/00	100
567 SOLVAY MINERALS, INC		6215	ACFX 88985	T	1969	00/00/00	00/00/00	1
586 THEIE KAOLIN COMPANY		0817	ACFX 17635	T	1963	09/01/90	08/31/95	1
586 THEIE KAOLIN COMPANY		6073	ACFX 47066	H	1967	09/01/94	08/31/97	1
611 UNION OIL CO. OF CALIFORNIA		6073	ACFX 47070	H	1967	09/01/94	08/31/97	1
634 APPLIED INDUSTRIAL MATERIALS CORP		08000D	ACFX 12198	T	1963	09/01/94	08/31/95	2
634 APPLIED INDUSTRIAL MATERIALS CORP		08000D	ACFX 82885	T	1969	09/01/94	08/31/95	2
634 APPLIED INDUSTRIAL MATERIALS CORP		08000F	ACFX 81955	T	1965	11/01/94	00/00/00	2
1002 COZINCO, INC.		4518	ACFX 78321	T	1977	00/00/00	00/00/00	3
1003 BAKER PERFORMANCE CHEMICAL, INC		4518	ACFX 78328	T	1977	00/00/00	00/00/00	3
1003 BAKER PERFORMANCE CHEMICAL, INC		4225	ACFX 398	T	1962	06/01/87	05/31/94	2
1003 BAKER PERFORMANCE CHEMICAL, INC		4225	ACFX 607	T	1961	06/01/87	05/31/94	2
1003 BAKER PERFORMANCE CHEMICAL, INC		4225	ACFX 753	T	1963	06/01/87	05/31/94	2
1009 MARSULEX INC.		4225	ACFX 758	T	1964	06/01/87	05/31/94	2

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LESSOR CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
4225	ACFX	759	T	1964	06/01/87	05/31/94		
4225	ACFX	1102	T	1964	06/01/87	05/31/94		
4225	ACFX	1104	T	1964	06/01/87	05/31/94		
4225	ACFX	1111	T	1964	06/01/87	05/31/94		
4225	ACFX	2222	T	1963	06/01/87	05/31/94		
4225	ACFX	2223	T	1963	06/01/87	05/31/94		
4225	ACFX	2224	T	1963	06/01/87	05/31/94		
4225	ACFX	2369	T	1961	06/01/87	05/31/94		
4225	ACFX	6418	T	1965	06/01/87	05/31/94		
4225	ACFX	6663	T	1964	06/01/87	05/31/94		
4225	ACFX	6664	T	1964	06/01/87	05/31/94		
4225	ACFX	6673	T	1965	06/01/87	05/31/94		
4225	ACFX	6675	T	1965	06/01/87	05/31/94		
4225	ACFX	6680	T	1965	06/01/87	05/31/94		
4225	ACFX	6682	T	1965	06/01/87	05/31/94		
4225	ACFX	6683	T	1965	06/01/87	05/31/94		
4225	ACFX	6690	T	1965	06/01/87	05/31/94		
4225	ACFX	6696	T	1965	06/01/87	05/31/94		
4225	ACFX	6700	T	1964	06/01/87	05/31/94		
4225	ACFX	6709	T	1964	06/01/87	05/31/94		
4225	ACFX	6716	T	1964	06/01/87	05/31/94		
4225	ACFX	19003	T	1965	06/01/87	05/31/94		
4225	ACFX	19004	T	1965	06/01/87	05/31/94		
4225	ACFX	19005	T	1965	06/01/87	05/31/94		
4225	ACFX	19007	T	1965	06/01/87	05/31/94		
4225	ACFX	19008	T	1965	06/01/87	05/31/94		
4225	ACFX	19009	T	1965	06/01/87	05/31/94		
4225	ACFX	19016	T	1965	06/01/87	05/31/94		
4225	ACFX	19017	T	1965	06/01/87	05/31/94		
4225	ACFX	19024	T	1965	06/01/87	05/31/94		
4225	ACFX	19027	T	1965	06/01/87	05/31/94		
4225	ACFX	19036	T	1965	06/01/87	05/31/94		
4225	ACFX	19047	T	1965	06/01/87	05/31/94		
4225	ACFX	19048	T	1965	06/01/87	05/31/94		
4225	ACFX	19049	T	1965	06/01/87	05/31/94		
4225	ACFX	19050	T	1965	06/01/87	05/31/94		
4225	ACFX	19054	T	1965	06/01/87	05/31/94		
5661	ACFX	71233	T	1985	02/01/92	01/31/95		

1009MARSULEX INC.
1032NATIONAL SILICATES LTD.

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
1032	NATIONAL SILICATES LTD.	08010034	ACFX 82580	T	1967	00/00/00	00/00/00	1
1047	BUSH BOAKE ALLEN, INC.	08000C	ACFX 82817	T	1969	01/01/92	12/31/92	1
1047	BUSH BOAKE ALLEN, INC.	08000E	ACFX 82792	T	1969	11/01/92	04/30/93	1
1208	EVERGREEN OIL	08000F	ACFX 81603	T	1964	03/01/93	05/31/93	3
1208	EVERGREEN OIL	58540004	ACFX 17182	T	1965	03/01/93	03/31/93	3
1224	B. F. GOODRICH COMPANY	58540005	ACFX 17101	T	1964	03/01/93	12/31/94	3
1224	B. F. GOODRICH COMPANY	58540005	ACFX 17103	T	1964	03/01/93	12/31/94	3
1227	ANIPRO	08000A	ACFX 82341	T	1966	06/01/94	05/31/95	3
1227	ANIPRO	08000A	ACFX 82606	T	1967	06/01/94	05/31/95	3
1227	ANIPRO	08000A	ACFX 82628	T	1968	06/01/94	05/31/95	3
1239	FLORIDA EAST COAST RAILWAY	08000A	ACFX 86032	T	1966	07/01/94	12/31/94	3
1239	FLORIDA EAST COAST RAILWAY	08000A	ACFX 82011	T	1965	10/01/94	03/31/95	1
1240	GOLD COAST COMMODITIES, INC.	08000A	ACFX 87927	T	1975	10/01/94	03/31/95	1
1240	GOLD COAST COMMODITIES, INC.	08000B	ACFX 81950	T	1965	09/01/94	02/28/95	2
1240	GOLD COAST COMMODITIES, INC.	08000B	ACFX 81960	T	1965	09/01/94	02/28/95	2
1302	KIESEL CO. THE	6107	ACFX 88561	T	1968	09/01/94	08/31/99	2
1302	KIESEL CO. THE	6144	ACFX 19000	T	1965	00/00/00	00/00/00	1
1357	HARIMA USA, INC.	6144	ACFX 19012	T	1965	00/00/00	00/00/00	1
1383	HOLTRACHEM MFG CO	6226	ACFX 88913	T	1968	00/00/00	00/00/00	2
1383	HOLTRACHEM MFG CO	6226	ACFX 88913	T	1968	00/00/00	00/00/00	2
1386	CP RECYCLING, INC.	08000A	ACFX 87165	T	1974	07/01/94	06/30/95	1
1386	CP RECYCLING, INC.	08000A	ACFX 87165	T	1974	07/01/94	06/30/95	1
1455	NATIONAL BEEF PACKING COMPANY	6230	ACFX 89077	T	1969	00/00/00	00/00/00	1
1455	NATIONAL BEEF PACKING COMPANY	6230	ACFX 89077	T	1969	00/00/00	00/00/00	1
1457	PLASMINE TECHNOLOGY, INC	08000B	ACFX 82331	T	1966	03/01/93	06/30/93	1
1457	PLASMINE TECHNOLOGY, INC	08000B	ACFX 82331	T	1966	03/01/93	06/30/93	1
1470	POWERLINE PRODUCTS, INC.	08000A	ACFX 13946	T	1965	01/01/94	12/31/94	1
1470	POWERLINE PRODUCTS, INC.	08000A	ACFX 13946	T	1965	01/01/94	12/31/94	1
1570	TOSOH USA, INC.	6257	ACFX 89779	T	1971	00/00/00	00/00/00	2
1570	TOSOH USA, INC.	6257	ACFX 89779	T	1971	00/00/00	00/00/00	2

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LESSEE CODE	LESSEE	CONTRACT RIDER	CAR IDENT	TYPE OF CAR	YEAR BUILT	LEASE EFFECTIVE DATE	LEASE EXPIRATION DATE	TOTAL CARS
1572	QUADRA CHEMICALS LTD.	5788	ACFX 89632	T	1970	11/01/94	10/31/96	1
1572	QUADRA CHEMICALS LTD.	08000B	ACFX 81722	T	1965	05/01/94	09/30/94	1
1580	TEMPEC INC., CHEMICAL DIVISION	08000A	ACFX 19251	T	1967	09/01/94	08/31/95	1
1585	SOUTHERN STATES PHOSPHATE & FERTI	6260	ACFX 68078	H	1989	12/01/94	11/30/99	1
1586	THE SYNKOLOID COMPANY OF CANADA	08000A	ACFX 81811	T	1965	11/01/93	10/31/94	1
1586	THE SYNKOLOID COMPANY OF CANADA	6256	ACFX 83031	T	1969	00/00/00	00/00/00	1
1606	VALVTECT PETROLEUM PRODUCTS	6256	ACFX 83340	T	1970	00/00/00	00/00/00	1
1624	VAN DEN BERGH FOODS CO	6256	ACFX 83533	T	1971	00/00/00	00/00/00	1
		6256	ACFX 84078	T	1973	00/00/00	00/00/00	1
		6256	ACFX 84151	T	1973	00/00/00	00/00/00	1
		6256	ACFX 84872	T	1973	00/00/00	00/00/00	1
		6296	ACFX 81653	T	1965	00/00/00	00/00/00	1
		6296	ACFX 81697	T	1965	00/00/00	00/00/00	1
		6296	ACFX 81934	T	1965	00/00/00	00/00/00	1
		6296	ACFX 87399	T	1974	00/00/00	00/00/00	1
	1624 VAN DEN BERGH FOODS CO							10
	TOTAL							342